



For the Year Ending December 31, 2008
OF THE CONDITION AND AFFAIRS OF THE

NAIC Group Code	0707 (Current Period)	0707 (Prior Period)	NAIC Company Code	11139	Employer's ID Number	62-1839257
Organized under the Laws of	Tennessee		State of Domicile or Port of Entry	Tennessee		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	08/09/2000		Commenced Business	07/01/2001		
Statutory Home Office	3175 Lenox Park Blvd., Suite 400 (Street and Number)		Memphis, TN 38115 (City or Town, State and Zip Code)			
Main Administrative Office	Unison Plaza, 1001 Brinton Rd. (Street and Number)					
	Pittsburgh, PA 15221 (City or Town, State and Zip Code)		(412)858-4000 (Area Code) (Telephone Number)			
Mail Address	Unison Plaza, 1001 Brinton Rd. (Street and Number or P.O. Box)		Pittsburgh, PA 15221 (City or Town, State and Zip Code)			
Primary Location of Books and Records	Unison Plaza, 1001 Brinton Rd. (Street and Number)					
	Pittsburgh, PA 15221 (City or Town, State and Zip Code)		(412)858-4000 (Area Code) (Telephone Number)			
Internet Website Address	www.unisonhealthplan.com					
Statutory Statement Contact	Jeffrey Brian Snelling (Name) jeffrey.snelling@unisonhealthplan.com (E-Mail Address)		(412)349-4751 (Area Code)(Telephone Number)(Extension) (412)457-1344 (Fax Number)			

OFFICERS

Name	Title
John Paul Blank, M.D.	Chief Executive Officer
Karen Marie Heim	President #
David William Thomas	Secretary
Robert Worth Oberrender	Treasurer #
John William Kelly	Vice President Tax #
Leslie Ann Gelpi	Chief Financial Officer #

OTHERS

DIRECTORS OR TRUSTEES

John Paul Blank, M.D. Joan DeCoursin Humes #
Eric Jacob Wexler #

State of Pennsylvania
County of Allegheny ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Karen Marie Heim	David W. Thomas	Leslie Ann Gelpi
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Secretary	Chief Financial Officer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2009

a. Is this an original filing? Yes[X] No []

b. If no, 1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

(Notary Public Signature)

SUMMARY INVESTMENT SCHEDULE

Investment Categories		Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
		1 Amount	2 Percentage	3 Amount	4 Percentage
1.	Bonds:				
1.1	U.S. treasury securities	5,499,047	27.255	5,499,047	27.255
1.2	U.S. government agency obligations (excluding mortgage-backed securities):				
1.21	Issued by U.S. government agencies				
1.22	Issued by U.S. government sponsored agencies				
1.3	Foreign government (including Canada, excluding mortgage-backed securities)				
1.4	Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41	States, territories and possessions general obligations				
1.42	Political subdivisions of states, territories and possessions and political subdivisions general obligations				
1.43	Revenue and assessment obligations				
1.44	Industrial development and similar obligations				
1.5	Mortgage-backed securities (includes residential and commercial MBS):				
1.51	Pass-through securities:				
1.511	Issued or Guaranteed by GNMA				
1.512	Issued or Guaranteed by FNMA and FHLMC				
1.513	All other				
1.52	CMOs and REMICs:				
1.521	Issued or guaranteed by GNMA, FNMA, FHLMC or VA				
1.522	Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521				
1.523	All other				
2.	Other debt and other fixed income securities (excluding short term):				
2.1	Unaffiliated domestic securities (includes credit tenant loans rated by the SVO)				
2.2	Unaffiliated foreign securities				
2.3	Affiliated securities				
3.	Equity interests:				
3.1	Investments in mutual funds				
3.2	Preferred stocks:				
3.21	Affiliated				
3.22	Unaffiliated				
3.3	Publicly traded equity securities (excluding preferred stocks):				
3.31	Affiliated				
3.32	Unaffiliated				
3.4	Other equity securities:				
3.41	Affiliated				
3.42	Unaffiliated				
3.5	Other equity interests including tangible personal property under lease:				
3.51	Affiliated				
3.52	Unaffiliated				
4.	Mortgage loans:				
4.1	Construction and land development				
4.2	Agricultural				
4.3	Single family residential properties				
4.4	Multifamily residential properties				
4.5	Commercial loans				
4.6	Mezzanine real estate loans				
5.	Real estate investments:				
5.1	Property occupied by company				
5.2	Property held for production of income (including \$.....0 of property acquired in satisfaction of debt)				
5.3	Property held for sale (including \$.....0 property acquired in satisfaction of debt)				
6.	Contract loans				
7.	Receivables for securities				
8.	Cash, cash equivalents and short-term investments	14,677,244	72.745	14,677,244	72.745
9.	Other invested assets				
10.	Total invested assets	20,176,291	100.000	20,176,291	100.000

SCHEDULE A - VERIFICATION BETWEEN YEARS
Real Estate

1.	Book/adjusted carrying value, December 31 of prior year .....		.....
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 6) .....		.....
2.2	Additional investment made after acquisition (Part 2, Column 9) .....		.....
3.	Current year change in encumbrances:		
3.1	Totals, Part 1, Column 13 .....		.....
3.2	Totals, Part 3, Column 11 .....		.....
4.	Total gain (loss) on disposals, Part 3, Column 18 .....		.....
5.	Deduct amounts received on disposals, Part 3, Column 15 .....		.....
6.	Total foreign exchange change in book/adjusted carrying value .....		.....
6.1	Totals, Part 1, Column 15 .....		.....
6.2	Totals, Part 3, Column 13 .....		.....
7.	Deduct current year's other than temporary impairment recognized:		
7.1	Totals, Part 1, Column 12 .....		.....
7.2	Totals, Part 3, Column 10 .....		.....
8.	Deduct current year's depreciation:		
8.1	Totals, Part 1, Column 11 .....		.....
8.2	Totals, Part 3, Column 9 .....		.....
9.	Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....		.....
10.	Deduct total nonadmitted amounts .....		.....
11.	Statement value at end of current period (Lines 9 minus 10) .....		.....

SCHEDULE B - VERIFICATION BETWEEN YEARS
Mortgage Loans

1.	Book value/recorded investment excluding accrued interest, December 31 of prior year .....		.....
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 7) .....		.....
2.2	Additional investment made after acquisition (Part 2, Column 8) .....		.....
3.	Capitalized deferred interest and other:		
3.1	Totals, Part 1, Column 12 .....		.....
3.2	Totals, Part 3, Column 11 .....		.....
4.	Accrual of discount .....		.....
5.	Unrealized valuation increase (decrease):		
5.1	Totals, Part 1, Column 9 .....		.....
5.2	Totals, Part 3, Column 8 .....		.....
6.	Total gain (loss) on disposals, Part 3, Column 18 .....		.....
7.	Deduct amounts received on disposals, Part 3, Column 15 .....		.....
8.	Deduct amortization of premium and mortgage interest .....		.....
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.....
9.1	Totals, Part 1, Column 13 .....		.....
9.2	Totals, Part 3, Column 13 .....		.....
10.	Deduct current year's other than temporary impairment recognized:		
10.1	Totals, Part 1, Column 11 .....		.....
10.2	Totals, Part 3, Column 10 .....		.....
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		.....
12.	Total valuation allowance .....		.....
13.	Subtotal (Lines 11 plus 12) .....		.....
14.	Deduct total nonadmitted amounts .....		.....
15.	Statement value at end of current period (Line 13 minus Line 14) .....		.....

SCHEDULE BA - VERIFICATION BETWEEN YEARS
Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 8)		
2.2	Additional investment made after acquisition (Part 2, Column 9)		
3.	Capitalized deferred interest and other:		
3.1	Totals, Part 1, Column 16		
3.2	Totals, Part 3, Column 12		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease):		
5.1	Totals, Part 1, Column 13		
5.2	Totals, Part 3, Column 9		
6.	Total gain (loss) on disposals, Part 3, Column 19		
7.	Deduct amounts received on disposals, Part 3, Column 20		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value:		
9.1	Totals, Part 1, Column 17		
9.2	Totals, Part 3, Column 14		
10.	Deduct current year's other than temporary impairment recognized:		
10.1	Totals, Part 1, Column 15		
10.2	Totals, Part 3, Column 11		
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION BETWEEN YEARS
Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year		4,581,890
2.	Cost of bonds and stocks acquired, Column 7, Part 3		2,118,525
3.	Accrual of Discount		10,567
4.	Unrealized valuation increase (decrease):		
4.1	Column 12, Part 1		
4.2	Column 15, Part 2, Section 1		
4.3	Column 13, Part 2, Section 2		
4.4	Column 11, Part 4		
5.	Total gain (loss) on disposals, Column 19, Part 4		
6.	Deduction consideration for bonds and stocks disposed of, Column 7, Part 4		1,200,000
7.	Deduct amortization of premium		11,935
8.	Total foreign exchange change in book/adjusted carrying value:		
8.1	Column 15, Part 1		
8.2	Column 19, Part 2, Section 1		
8.3	Column 16, Part 2, Section 2		
8.4	Column 15, Part 4		
9.	Deduct current year's other than temporary impairment recognized:		
9.1	Column 14, Part 1		
9.2	Column 17, Part 2, Section 1		
9.3	Column 14, Part 2, Section 2		
9.4	Column 13, Part 4		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		5,499,047
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		5,499,047

SCHEDULE D - SUMMARY BY COUNTRY
Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description			1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1.	United States	4,602,205	4,649,290	4,585,729	4,587,000
	2.	Canada				
	3.	Other Countries				
	4.	Totals	4,602,205	4,649,290	4,585,729	4,587,000
States, Territories and Possessions (Direct and Guaranteed)	5.	United States				
	6.	Canada				
	7.	Other Countries				
	8.	Totals				
Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)	9.	United States				
	10.	Canada				
	11.	Other Countries				
	12.	Totals				
Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	13.	United States	896,842	896,553	896,400	900,000
	14.	Canada				
	15.	Other Countries				
	16.	Totals	896,842	896,553	896,400	900,000
Public Utilities (unaffiliated)	17.	United States				
	18.	Canada				
	19.	Other Countries				
	20.	Totals				
Industrial and Miscellaneous and Credit Tenant Loans (unaffiliated)	21.	United States				
	22.	Canada				
	23.	Other Countries				
	24.	Totals				
Parent, Subsidiaries and Affiliates	25.	Totals				
	26.	Total Bonds	5,499,047	5,545,843	5,482,129	5,487,000
PREFERRED STOCKS Public Utilities (unaffiliated)	27.	United States				
	28.	Canada				
	29.	Other Countries				
	30.	Totals				
Banks, Trust and Insurance Companies (unaffiliated)	31.	United States				
	32.	Canada				
	33.	Other Countries				
	34.	Totals				
Industrial and Miscellaneous (unaffiliated)	35.	United States				
	36.	Canada				
	37.	Other Countries				
	38.	Totals				
Parent, Subsidiaries and Affiliates	39.	Totals				
	40.	Total Preferred Stocks				
COMMON STOCKS Public Utilities (unaffiliated)	41.	United States				
	42.	Canada				
	43.	Other Countries				
	44.	Totals				
Banks, Trust and Insurance Companies (unaffiliated)	45.	United States				
	46.	Canada				
	47.	Other Countries				
	48.	Totals				
Industrial and Miscellaneous (unaffiliated)	49.	United States				
	50.	Canada				
	51.	Other Countries				
	52.	Totals				
Parent, Subsidiaries and Affiliates	53.	Totals				
	54.	Total Common Stocks				
	55.	Total Stocks				
	56.	Total Bonds and Stocks	5,499,047	5,545,843	5,482,129	

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1.	U.S. Governments, (Group 1)											
1.1	Class 1	4,602,205					4,602,205	22.32	4,581,890	35.24	4,602,205	
1.2	Class 2											
1.3	Class 3											
1.4	Class 4											
1.5	Class 5											
1.6	Class 6											
1.7	TOTALS	4,602,205					4,602,205	22.32	4,581,890	35.24	4,602,205	
2.	All Other Governments, (Group 2)											
2.1	Class 1											
2.2	Class 2											
2.3	Class 3											
2.4	Class 4											
2.5	Class 5											
2.6	Class 6											
2.7	TOTALS											
3.	States, Territories and Possessions etc., Guaranteed, (Group 3)											
3.1	Class 1											
3.2	Class 2											
3.3	Class 3											
3.4	Class 4											
3.5	Class 5											
3.6	Class 6											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, (Group 4)											
4.1	Class 1											
4.2	Class 2											
4.3	Class 3											
4.4	Class 4											
4.5	Class 5											
4.6	Class 6											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, (Group 5)											
5.1	Class 1		896,842				896,842	4.35			896,842	
5.2	Class 2											
5.3	Class 3											
5.4	Class 4											
5.5	Class 5											
5.6	Class 6											
5.7	TOTALS		896,842				896,842	4.35			896,842	

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SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6.	Public Utilities (Unaffiliated), (Group 6)											
6.1	Class 1											
6.2	Class 2											
6.3	Class 3											
6.4	Class 4											
6.5	Class 5											
6.6	Class 6											
6.7	TOTALS											
7.	Industrial & Miscellaneous (Unaffiliated), (Group 7)											
7.1	Class 1	15,120,062					15,120,062	73.33	8,420,828	64.76	15,120,062	
7.2	Class 2											
7.3	Class 3											
7.4	Class 4											
7.5	Class 5											
7.6	Class 6											
7.7	TOTALS	15,120,062					15,120,062	73.33	8,420,828	64.76	15,120,062	
8.	Credit Tenant Loans, (Group 8)											
8.1	Class 1											
8.2	Class 2											
8.3	Class 3											
8.4	Class 4											
8.5	Class 5											
8.6	Class 6											
8.7	TOTALS											
9.	Parent, Subsidiaries and Affiliates, (Group 9)											
9.1	Class 1											
9.2	Class 2											
9.3	Class 3											
9.4	Class 4											
9.5	Class 5											
9.6	Class 6											
9.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year												
10.1	Class 1	(d)..... 19,722,267	..... 896,842	.....	.....	.....	..... 20,619,109	..... 100.00	..... X X X	..... X X X	..... 20,619,109	.....
10.2	Class 2	(d).....	.....	.....	.....	.....	.....	.....	..... X X X	..... X X X	.....	.....
10.3	Class 3	(d).....	.....	.....	.....	.....	.....	.....	..... X X X	..... X X X	.....	.....
10.4	Class 4	(d).....	.....	.....	.....	.....	.....	.....	..... X X X	..... X X X	.....	.....
10.5	Class 5	(d).....	.....	.....	.....	.....	(c).....	.....	..... X X X	..... X X X	.....	.....
10.6	Class 6	(d).....	.....	.....	.....	.....	(c).....	.....	..... X X X	..... X X X	.....	.....
10.7	TOTALS	..... 19,722,267	..... 896,842	.....	.....	.....	(b)..... 20,619,109	..... 100.00	..... X X X	..... X X X	..... 20,619,109	.....
10.8	Line 10.7 as a % of Column 6	..... 95.65	..... 4.35	.....	.....	.....	..... 100.00	..... X X X	..... X X X	..... X X X	..... 100.00	.....
11. Total Bonds Prior Year												
11.1	Class 1	..... 9,629,309	..... 3,373,409	.....	.....	.....	..... X X X	..... X X X	..... 13,002,718	..... 100.00	..... 13,002,718	.....
11.2	Class 2	.....	.....	.....	.....	.....	..... X X X	..... X X X	.....	.....	.....	.....
11.3	Class 3	.....	.....	.....	.....	.....	..... X X X	..... X X X	.....	.....	.....	.....
11.4	Class 4	.....	.....	.....	.....	.....	..... X X X	..... X X X	.....	.....	.....	.....
11.5	Class 5	.....	.....	.....	.....	.....	..... X X X	..... X X X	(c).....	.....	.....	.....
11.6	Class 6	.....	.....	.....	.....	.....	..... X X X	..... X X X	(c).....	.....	.....	.....
11.7	TOTALS	..... 9,629,309	..... 3,373,409	.....	.....	.....	..... X X X	..... X X X	(b)..... 13,002,718	..... 100.00	..... 13,002,718	.....
11.8	Line 11.7 as a % of Col. 8	..... 74.06	..... 25.94	.....	.....	.....	..... X X X	..... X X X	..... 100.00	..... X X X	..... 100.00	.....
12. Total Publicly Traded Bonds												
12.1	Class 1	..... 19,722,267	..... 896,842	.....	.....	.....	..... 20,619,109	..... 100.00	..... 13,002,718	..... 100.00	..... 20,619,109	..... X X X
12.2	Class 2	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X
12.3	Class 3	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X
12.4	Class 4	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X
12.5	Class 5	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X
12.6	Class 6	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X
12.7	TOTALS	..... 19,722,267	..... 896,842	.....	.....	.....	..... 20,619,109	..... 100.00	..... 13,002,718	..... 100.00	..... 20,619,109	..... X X X
12.8	Line 12.7 as a % of Col. 6	..... 95.65	..... 4.35	.....	.....	.....	..... 100.00	..... X X X	..... X X X	..... X X X	..... 100.00	..... X X X
12.9	Line 12.7 as a % of Line 10.7, Col. 6, Section 10	..... 95.65	..... 4.35	.....	.....	.....	..... 100.00	..... X X X	..... X X X	..... X X X	..... 100.00	..... X X X
13. Total Privately Placed Bonds												
13.1	Class 1	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X	.....
13.2	Class 2	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X	.....
13.3	Class 3	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X	.....
13.4	Class 4	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X	.....
13.5	Class 5	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X	.....
13.6	Class 6	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X	.....
13.7	TOTALS	.....	.....	.....	.....	.....	.....	.....	.....	.....	..... X X X	.....
13.8	Line 13.7 as a % of Col. 6	.....	.....	.....	.....	.....	.....	..... X X X	..... X X X	..... X X X	..... X X X	.....
13.9	Line 13.7 as a % of Line 10.7, Col. 6, Section 10	.....	.....	.....	.....	.....	.....	..... X X X	..... X X X	..... X X X	..... X X X	.....

(a) Includes \$.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes \$.....0 current year, \$.....0 prior year of bonds with Z designations and \$.....0 current year, \$.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes \$.....0 current year, \$.....0 prior year of bonds with 5* designations and \$.....0 current year, \$.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....15,120,062; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments, (Group 1)											
1.1	Issuer Obligations	4,602,205					4,602,205	22.32	4,581,890	35.24	4,602,205	
1.2	Single Class Mortgage-Backed/Asset-Backed Securities											
1.7	TOTALS	4,602,205					4,602,205	22.32	4,581,890	35.24	4,602,205	
2.	All Other Governments, (Group 2)											
2.1	Issuer Obligations											
2.2	Single Class Mortgage-Backed/Asset-Backed Securities											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3	Defined											
2.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5	Defined											
2.6	Other											
2.7	TOTALS											
3.	States, Territories and Possessions, Guaranteed, (Group 3)											
3.1	Issuer Obligations											
3.2	Single Class Mortgage-Backed/Asset-Backed Securities											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3	Defined											
3.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5	Defined											
3.6	Other											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, (Group 4)											
4.1	Issuer Obligations											
4.2	Single Class Mortgage-Backed/Asset-Backed Securities											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3	Defined											
4.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5	Defined											
4.6	Other											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, (Group 5)											
5.1	Issuer Obligations		896,842				896,842	4.35			896,842	
5.2	Single Class Mortgage-Backed/Asset-Backed Securities											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3	Defined											
5.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5	Defined											
5.6	Other											
5.7	TOTALS		896,842				896,842	4.35			896,842	

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
6. Public Utilities (Unaffiliated), (Group 6)											
6.1 Issuer Obligations											
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 TOTALS											
7. Industrial & Miscellaneous (Unaffiliated), (Group 7)											
7.1 Issuer Obligations	15,120,062					15,120,062	73.33	8,420,828	64.76	15,120,062	
7.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined											
7.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
7.5 Defined											
7.6 Other											
7.7 TOTALS	15,120,062					15,120,062	73.33	8,420,828	64.76	15,120,062	
8. Credit Tenant Loans, (Group 8)											
8.1 Issuer Obligations											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates, (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
10. Total Bonds Current Year											
10.1 Issuer Obligations	19,722,267	896,842				20,619,109	100.00	X X X	X X X	20,619,109	
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								X X X	X X X		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined								X X X	X X X		
10.4 Other								X X X	X X X		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								X X X	X X X		
10.6 Other								X X X	X X X		
10.7 TOTALS	19,722,267	896,842				20,619,109	100.00	X X X	X X X	20,619,109	
10.8 Line 10.7 as a % of Column 6	95.65	4.35				100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year											
11.1 Issuer Obligations	9,629,309	3,373,409				X X X	X X X	13,002,718	100.00	13,002,718	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						X X X	X X X				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						X X X	X X X				
11.4 Other						X X X	X X X				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						X X X	X X X				
11.6 Other						X X X	X X X				
11.7 TOTALS	9,629,309	3,373,409				X X X	X X X	13,002,718	100.00	13,002,718	
11.8 Line 11.7 as a % of Column 8	74.06	25.94				X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	19,722,267	896,842				20,619,109	100.00	13,002,718	100.00	20,619,109	X X X
12.2 Single Class Mortgage-Backed/Asset-Backed Securities											X X X
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined											X X X
12.4 Other											X X X
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											X X X
12.6 Other											X X X
12.7 TOTALS	19,722,267	896,842				20,619,109	100.00	13,002,718	100.00	20,619,109	X X X
12.8 Line 12.7 as a % of Column 6	95.65	4.35				100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10	95.65	4.35				100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										X X X	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										X X X	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										X X X	
13.4 Other										X X X	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										X X X	
13.6 Other										X X X	
13.7 TOTALS										X X X	
13.8 Line 13.7 as a % of Column 6							X X X	X X X	X X X	X X X	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10							X X X	X X X	X X X	X X X	

SCHEDULE DA - VERIFICATION BETWEEN YEARS
Short-Term Investments

		1	2	3	4	5
		Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1.	Book/adjusted carrying value, December 31 of prior year	8,420,828	8,420,828			
2.	Cost of short-term investments acquired	146,536,557	146,536,557			
3.	Accrual of discount					
4.	Unrealized valuation increase (decrease)					
5.	Total gain (loss) on disposals					
6.	Deduct consideration received on disposals	139,837,323	139,837,323			
7.	Deduct amortization of premium					
8.	Total foreign exchange change in book/adjusted carrying value					
9.	Deduct current year's other than temporary impairment recognized					
10.	Book adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	15,120,062	15,120,062			
11.	Deduct total nonadmitted amounts					
12.	Statement value at end of current period (Line 10 minus Line 11)	15,120,062	15,120,062			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

SI12 Schedule DB Part A Verification NONE

SI12 Schedule DB Part B Verification NONE

SI13 Schedule DB Part C Verification NONE

SI13 Schedule DB Part D Verification NONE

SI13 Schedule DB Part E Verification NONE

SI14 Schedule DB Part F Sn 1 - Sum Replicated Assets NONE

SI15 Schedule DB Part F Sn 2 - Recon Replicated Assets NONE

SI16 Schedule E - Verification NONE

E01 Schedule A - Part 1 Real Estate Owned NONE

E02 Schedule A - Part 2 Real Estate Acquired NONE

E03 Schedule A - Part 3 Real Estate Sold NONE

E04 Schedule B - Part 1 Mortgage Loans Owned NONE

E05 Schedule B - Part 2 Mortgage Loans Acquired NONE

E06 Schedule B - Part 3 Mortgage Loans DISPOSED NONE

E07 Schedule BA - Part 1 Invested Assets Owned NONE

E08 Schedule BA - Part 2 Invested Assets Acquired NONE

E09 Schedule BA - Part 3 Invested Assets DISPOSED NONE

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identi- fication	2 Description	Codes			6 NAIC Desig- nation	7 Actual Cost	Fair Value		10 Par Value	11 Book/ Adjusted Carrying Value	Change in Book Adjusted Carrying Value				Interest					Dates		
		3 Code	4 F O R E I G N	5 Bond CHAR			8 Rate Used to Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B./A.C.V.	16 Rate of	17 Effective Rate of Interest	18 When Paid	19 Admitted Amount Due and Accrued	20 Amount Received During Year	21 Acquired	22 Maturity	
U.S. Governments - Issuer Obligations																						
912828CL2	US Treasury Note	SD			1	666,773	101.6950	686,441	675,000	673,148	3,913			4.000	4.610	JD	1,261	27,000	05/04/2007	06/15/2009		
912828EV8	US Treasury Note	SD			1	1,894,531	100.5080	1,914,677	1,905,000	1,904,313	3,855			4.500	4.720	FA	32,380	85,725	11/10/2006	02/15/2009		
912828GP9	US Treasury Note	SD			1	802,300	101.4140	818,411	807,000	806,073	2,357			4.500	4.820	AO	6,220	36,315	05/29/2007	04/30/2009		
912828HJ2	US Treasury Note	SD			1	1,222,125	102.4800	1,229,760	1,200,000	1,218,671	(3,454)			3.130	1.400	MN	3,297	18,750	10/30/2008	11/30/2009		
0199999 Subtotal - U.S. Governments - Issuer Obligations						4,585,729	X X X	4,649,289	4,587,000	4,602,205	6,671			X X X	X X X	X X X	43,158	167,790	X X X	X X X		
0399999 Subtotal - U.S. Governments						4,585,729	X X X	4,649,289	4,587,000	4,602,205	6,671			X X X	X X X	X X X	43,158	167,790	X X X	X X X		
Special Revenue, Special Assessment - Issuer Obligations																						
586111JU1	Memphis-Shelby County TN Arpt Rev Bond Non Call	SD			1FE	896,400	99.6170	896,553	900,000	896,842	442			4.000	4.090	MS	12,000	15,000	03/26/2008	03/01/2013		
2599999 Subtotal - Special Revenue, Special Assessment - Issuer Obligations						896,400	X X X	896,553	900,000	896,842	442			X X X	X X X	X X X	12,000	15,000	X X X	X X X		
3199999 Subtotal - Special Revenue, Special Assessment						896,400	X X X	896,553	900,000	896,842	442			X X X	X X X	X X X	12,000	15,000	X X X	X X X		
5499999 Subtotals - Issuer Obligations						5,482,129	X X X	5,545,842	5,487,000	5,499,047	7,113			X X X	X X X	X X X	55,158	182,790	X X X	X X X		
6099999 Grand Total - Bonds						5,482,129	X X X	5,545,842	5,487,000	5,499,047	7,113			X X X	X X X	X X X	55,158	182,790	X X X	X X X		

E11 Schedule D - Part 2 Sn 1 Prfrd Stocks Owned NONE

E12 Schedule D - Part 2 Sn 2 Common Stocks Owned NONE

SCHEDULE D - PART 3
Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
Bonds - U.S. Governments								
912828HJ2	US Treasury Note 3.125% 11/30/09		10/30/2008 ..	FTN Financial Services	X X X	1,222,125	1,200,000.00	15,676
0399999 Subtotal - Bonds - U.S. Governments						1,222,125	1,200,000.00	15,676
Bonds - Special Revenue, Special Assessment								
586111JU1	Memphis-Shelby County TN Arpt Rev Bond 4.000% 03/01/13		03/26/2008 ..	FTN Financial Services	X X X	896,400	900,000.00 .....	.....
3199999 Subtotal - Bonds - Special Revenue, Special Assessment						896,400	900,000.00 .....	.....
6099997 Subtotal - Bonds - Part 3						2,118,525	2,100,000.00	15,676
6099998 Summary item from Part 5 for Bonds .....								.....
6099999 Subtotal - Bonds						2,118,525	2,100,000.00	15,676
6599998 Summary Item from Part 5 for Preferred Stocks							X X X .....	.....
7299998 Summary Item from Part 5 for Common Stocks							X X X .....	.....
7399999 Subtotal - Preferred and Common Stocks							X X X .....	.....
7499999 Totals						2,118,525	X X X	15,676

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED, or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (Cols. 11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date
Bonds - U.S. Governments																				
912828FV7	US Treasury Note 4.875% 10/31/08 .....	...	10/31/2008	Maturity .....	... X X X ...	... 1,200,000	. 1,200,000.00	.... 1,211,160	.... 1,208,481	.....	..... (8,481)	.....	..... (8,481)	.....	.... 1,200,000	.....	.....	.....	.... 58,500	10/31/2008
0399999	Subtotal - Bonds - U.S. Governments .....					... 1,200,000	. 1,200,000.00	.... 1,211,160	.... 1,208,481	.....	..... (8,481)	.....	..... (8,481)	.....	.... 1,200,000	.....	.....	.....	.... 58,500	. X X X
6099997	Subtotal - Bonds - Part 4 .....					... 1,200,000	. 1,200,000.00	.... 1,211,160	.... 1,208,481	.....	..... (8,481)	.....	..... (8,481)	.....	.... 1,200,000	.....	.....	.....	.... 58,500	. X X X
6099998	Summary Item from Part 5 for Bonds .....									.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	. X X X
6099999	Subtotal - Bonds .....					... 1,200,000	. 1,200,000.00	.... 1,211,160	.... 1,208,481	.....	..... (8,481)	.....	..... (8,481)	.....	.... 1,200,000	.....	.....	.....	.... 58,500	. X X X
6599998	Summary Item from Part 5 for Preferred Stocks .....						... X X X ...			.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	. X X X
7299998	Summary Item from Part 5 for Common Stocks .....						... X X X ...			.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	. X X X
7399999	Subtotal - Preferred and Common Stocks .....						... X X X ...			.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	. X X X
7499999	Totals .....					... 1,200,000	... X X X ...	.... 1,211,160	.... 1,208,481	.....	..... (8,481)	.....	..... (8,481)	.....	.... 1,200,000	.....	.....	.....	.... 58,500	. X X X

E15 Schedule D - Part 5 LT Bonds/Stocks Acquired/Disp NONE

E16 Schedule D - Part 6 Sn 1 NONE

E16 Schedule D - Part 6 Sn 2 NONE

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	Codes		4	5	6	7	Change in Book/Adjusted Carrying Value				12	13	Interest						20
	2	3					8	9	10	11			14	15	16	17	18	19	
Description	Code	For-eign	Date Acquired	Name of Vendor	Maturity Date	Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bond Not in Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid For Accrued Interest
6099999 Subtotal - Bonds .....															.. X X X .	.. X X X .	. X X X .	.....	.....
Class One Money Market Mutual Funds																			
BlackRock Liquidity Fund 20	12/31/2008	No Broker .....		.... 1,275,927	.....					.... 1,275,927						..... 11,269	.....
BlackRock Liquidity Funds TempFund Port	12/31/2008	No Broker .....		.... 13,844,135	.....					.... 13,844,135	..... 23,025		..... 1.790	..... 1.790	MON .	..... 104,352	.....
8099999 Subtotal - Class One Money Market Mutual Funds .....						... 15,120,062	.....				... X X X ...	... 15,120,062	..... 23,025		... X X X .	... X X X .	. X X X .	..... 115,621	.....
8299999 Total Short-term Investments .....						... 15,120,062	.....				... X X X ...	... 15,120,062	..... 23,025		... X X X .	... X X X .	. X X X .	..... 115,621	.....

E18	Schedule DB - Part A Sn 1 Opt/Cap/Floor Owned	NONE
E18	Schedule DB - Part A Sn 2 Opt/Cap/Floor Acquired	NONE
E19	Schedule DB - Part A Sn 3 Opt/Cap/Floor Term	NONE
E19	Schedule DB - Part B Sn 1 Opt/Cap/Floor In-force	NONE
E20	Schedule DB - Part B Sn 2 Opt/Cap/Floor Written	NONE
E20	Schedule DB - Part B Sn 3 Opt/Cap/Floor Term	NONE
E21	Schedule DB - Part C Sn 1 Col/Swap/Fwrdr Open	NONE
E21	Schedule DB - Part C Sn 2 Col/Swap/Fwrdr Opened	NONE
E22	Schedule DB - Part C Sn 3 Col/Swap/Fwrdr Term	NONE
E22	Schedule DB - Part D Sn 1 Futures Contracts Open	NONE
E23	Schedule DB - Part D Sn 2 Futures Contracts Opened	NONE
E23	Schedule DB - Part D Sn 3 Futures Contracts Term	NONE
E24	Schedule DB - Part E Sn 1 Counterparty Exposure	NONE

SCHEDULE E - PART 1 - CASH

1			2	3	4	5	6	7
Depository			Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
open depositories								
PNC Bank - Operating Account	Pittsburgh, PA .....	.....	.....	.....	.....	.....	(436,947)	X X X
PNC Bank - ASO Account	Pittsburgh, PA .....	.....	.....	.....	.....	.....	(1,372,427)	X X X
First Tennessee Bank	Memphis, TN .....	.....	.....	.....	.....	.....	1,366,556	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories .....				.. X X X ..	.....	.....	.....	X X X
0199999 Totals - Open Depositories .....				.. X X X ..	.....	.....	(442,818)	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories .....				.. X X X ..	.....	.....	.....	X X X
0299999 Totals - Suspended Depositories .....				.. X X X ..	.....	.....	.....	X X X
0399999 Total Cash On Deposit .....				.. X X X ..	.....	.....	(442,818)	X X X
0499999 Cash in Company's Office .....				.. X X X ..	... X X X ...	... X X X ...	.....	X X X
0599999 Total Cash .....				.. X X X ..	.....	.....	(442,818)	X X X

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January .....	..... (701,333)	4. April .....	..... (1,012,548)	7. July .....	..... (627,062)	10. October .....	..... (1,543,594)
2. February .....	..... (3,749,197)	5. May .....	..... (3,527,638)	8. August .....	..... (3,980,929)	11. November .....	..... (1,958,069)
3. March .....	..... (2,583,478)	6. June .....	..... (3,053,894)	9. September .....	..... (2,582,445)	12. December .....	..... (442,818)

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
NONE							
8799999 Total Cash Equivalents

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

		1	2	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
		Type of Deposit	Purpose of Deposit	3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
States. Etc.							
1.	Alabama (AL)						
2.	Alaska (AK)						
3.	Arizona (AZ)						
4.	Arkansas (AR)	B	AR RSD by Ark. Code Ann. 23-63-206			301,622	306,270
5.	California (CA)						
6.	Colorado (CO)						
7.	Connecticut (CT)						
8.	Delaware (DE)						
9.	District of Columbia (DC)						
10.	Florida (FL)						
11.	Georgia (GA)						
12.	Hawaii (HI)						
13.	Idaho (ID)						
14.	Illinois (IL)						
15.	Indiana (IN)						
16.	Iowa (IA)						
17.	Kansas (KS)						
18.	Kentucky (KY)						
19.	Louisiana (LA)						
20.	Maine (ME)						
21.	Maryland (MD)						
22.	Massachusetts (MA)						
23.	Michigan (MI)						
24.	Minnesota (MN)						
25.	Mississippi (MS)	B	MS RSD by MS Code Ann. 83-41-325	504,451	512,141		
26.	Missouri (MO)						
27.	Montana (MT)						
28.	Nebraska (NE)						
29.	Nevada (NV)						
30.	New Hampshire (NH)						
31.	New Jersey (NJ)						
32.	New Mexico (NM)						
33.	New York (NY)						
34.	North Carolina (NC)						
35.	North Dakota (ND)						
36.	Ohio (OH)						
37.	Oklahoma (OK)						
38.	Oregon (OR)						
39.	Pennsylvania (PA)						
40.	Rhode Island (RI)						
41.	South Carolina (SC)						
42.	South Dakota (SD)						
43.	Tennessee (TN)	B	TN RSD by TN INS Code/Title 56-32-212			4,692,974	4,727,432
44.	Texas (TX)						
45.	Utah (UT)						
46.	Vermont (VT)						
47.	Virginia (VA)						
48.	Washington (WA)						
49.	West Virginia (WV)						
50.	Wisconsin (WI)						
51.	Wyoming (WY)						
52.	American Samoa (AS)						
53.	Guam (GU)						
54.	Puerto Rico (PR)						
55.	U.S. Virgin Islands (VI)						
56.	Northern Mariana Islands (MP)						
57.	Canada (CN)						
58.	Aggregate other alien (OT)	X X X	X X X				
59.	Total	X X X	X X X	504,451	512,141	4,994,596	5,033,702
DETAILS OF WRITE-INS							
5801.							
5802.							
5803.							
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X	X X X				
5899.	Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X	X X X				

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